

## **ATTACHMENT 2**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

SIXTY-FIRST MONTHLY APPLICATION OF  
BEVERIDGE & DIAMOND, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD FROM NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	November 1, 2010 through November 30, 2010
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$13,940.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$50.56

This is a:      XX      monthly             interim             final application.

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 <sup>2</sup>	\$ 57.62	\$46,587.50 <sup>3</sup>	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 <sup>4</sup>	\$1,308.41	\$ 5,726.25 <sup>5</sup>	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

<sup>2</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>3</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>4</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

<sup>5</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	\$25,585.00	\$1.40
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	\$39,237.00	\$516.80
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	\$ 8,128.00	\$ 46.35
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$1,411.58	\$ 80,837.00	\$1,411.58
7/20/09	5/1/09 - 5/31/09	\$ 80,837.00	\$ 1,411.58	\$ 80,837.00	\$ 1,411.58
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	\$38,481.50	\$ 888.98
9/15/09	7/1/089 - 7/31/09	\$6,972.00	\$ 534.11	\$6,972.00	\$ 534.11
10/1/09	8/1/09 - 8/31/09	\$1,991.50	\$ 5.80	\$1,991.50	\$ 5.80
11/2/09	9/1/09 - 9/30/09	\$ 6,836.00	\$ 53.92	\$ 6,836.00	\$ 53.92
12/9/09	10/1/09 - 10/31/09	\$ 15,246.00	\$ 75.86	\$ 15,246.00	\$ 75.86
1/4/10	11/1/09 - 11/30/09	\$ 14,828.50	\$ 56.80	\$ 14,828.50	\$ 56.80
2/3/10	12/1/09 - 12/31/09	\$ 7,224.00	\$ 84.20	\$ 7,224.00	\$ 84.20
3/31/10	1/1/10 - 1/31/10	\$ 2,778.00	\$ 36.85	\$ 2,778.00	\$ 36.85
3/31/10	2/1/10 - 2/28/10	\$ 4,449.50	\$12.27	\$ 4,449.50	\$12.27
5/17/10	3/1/10 - 3/31,2010	\$ 24,367.50	\$11.00	\$ 24,367.50	\$11.00
7/1/10	4/1/10 - 4/30/10	\$ 10,250.00	\$ 82.97	\$ 10,250.00	\$ 82.97
7/1/10	5/1/10 - 5/31/10	\$ 3,476.00	\$ 23.86	\$ 3,476.00	\$ 23.86
8/16/10	6/1/10 - 6/30/10	\$ 24,234.00	\$ 19.20	\$ 24,234.00	\$ 19.20
8/30/10	7/1/10 - 7/31/10	\$ 20,113.50	\$ 18.28	Pending	Pending
10/25/10	8/1/10 - 8/31/10	\$2,986.00	\$ 235.07	Pending	Pending
11/9/10	9/1/10 - 9/30/10	\$25,288.00	\$ 251.36	Pending	Pending
12/17/10	10/1/10 - 10/31/10	\$13,119.50	\$ 352.94	Pending	Pending

B&D PROFESSIONALS<sup>6</sup>

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Pamela D. Marks	Principal; Joined Firm 1997; Member of MD Bar since 1986	\$440.00	30.50	\$13,420.00
Heidi C. Knight	Associate; Joined firm 2008; Member of MD bar since 2008	\$260.00	2.00	\$520.00

Total Fees: \$13,940.00  
Total Hours: 32.50  
Blended Rate: \$429.00

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	32.50	\$13,940.00

EXPENSE SUMMARY<sup>7</sup>

Expense Category	Service Provider (if applicable) <sup>8</sup>	Total Expense
Duplicating		\$17.80
Postage		\$2.95
Long Distance Telephone		\$16.25
Express Delivery		\$13.56

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period November 1, 2010 through November 30, 2010, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$13,940.00 and actual and necessary expenses in the amount of \$50.56 for a total allowance of \$13,990.56 and payment of \$11,152.00 (80% of

<sup>6</sup> These amounts are the sum total from all of the invoices attached hereto.

<sup>7</sup> These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

<sup>8</sup> B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

the allowed fees) and reimbursement of \$50.56 (100% of the allowed expenses) be authorized for a total payment of \$11,202.56 and for such other and further relief as this Court may deem just and proper.

Dated: January 6, 2011

BEVERIDGE & DIAMOND, P.C.

A handwritten signature in black ink, appearing to read "Pamela D. Marks", written over a horizontal line.

Pamela D. Marks  
201 N. Charles Street, Suite 2210  
Baltimore, MD 21201  
Telephone: 410-230-1315  
Facsimile: 410-230-1389  
Counsel for Debtors and Debtors in Possession

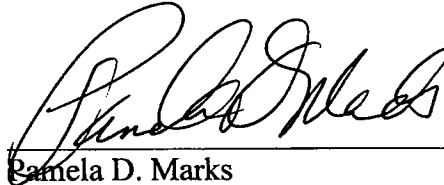
VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..

b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.

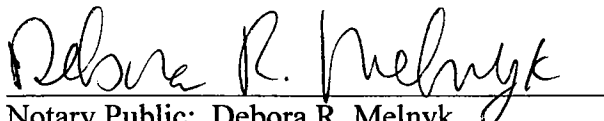
c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



Pamela D. Marks

SWORN AND SUBSCRIBED

before me this 6 day of January, 2011.



Notary Public: Debora R. Melnyk

My Commission Expires: May 27, 2013

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S  
MONTHLY FEE APPLICATION FOR THE PERIOD  
NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.



# **EXHIBIT A**

**(Curtis Bay RCRA 2)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-1300

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

December 23, 2010  
Client/Matter # 01246-013923  
Invoice # 139305  
Federal ID# 52-1247549

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For Legal Services Rendered Through 11/30/10 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Curtis Bay RCRA 2  
100104

11/11/10	P. Marks	L120	2.80	Research and evaluate letter from EPA; prepare e-mail to L. Duff re same; telephone conference with L. Duff re same; prepare communications for client team re same.
11/12/10	P. Marks	L120	0.20	Review client e-mails.
11/16/10	P. Marks	L160	0.90	Telephone conference with J. Howell (EPA) re next steps and open issues; follow-up e-mails re same; evaluate same.
11/17/10	P. Marks	L120	2.00	Evaluate EPA calculations; telephone conference with L. Duff re same, strategy and preparation for client meeting; post call assessment; direct H. Knight re updating research.
11/17/10	H. Knight	L120	2.00	Research re manufacturing process unit exemption, and conferences and e-mail correspondence with P. Marks re same.
11/19/10	P. Marks	L120	2.20	Prepare for and conference with L. Duff, B. Corcoran, K. Ethier and team re strategy for EPA negotiations; evaluate same.

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 139305

December 23, 2010

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11/22/10	P. Marks	L120	2.30	Coordinate with client and EPA re meeting and prepare for same.
11/23/10	P. Marks	L120	4.30	Prepare for EPA meeting; conference with J. Wojtanik and B. Errera at Curtis Bay re same; follow-up evaluation.
11/24/10	P. Marks	L120	1.70	Meeting preparation.
11/29/10	P. Marks	L120	6.70	Prepare for and attend client meetings; prepare for EPA negotiations.
11/30/10	P. Marks	L120	7.40	Prepare for and conduct negotiations with EPA Region 3 in Philadelphia; pre and post meeting evaluation with client team.

Total Hours : 32.50

Total Fees : \$13,940.00

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 139305

December 23, 2010

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Time Summary :

	Title	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	Principal	30.50	\$440.00	\$13,420.00
H. Knight	Associate	2.00	\$260.00	\$520.00
<b>Total Fees:</b>				<b>\$13,940.00</b>

Summary by Task Codes :

CODE	Hours	Bill Amount
L100		
L120	31.60	\$13,544.00
L160	0.90	\$396.00
Total L100	32.50	\$13,940.00
<b>Total Fees :</b>		<b>32.50 \$13,940.00</b>

Summary by Disbursement Codes :

	Bill Amount
E101 Copying	\$4.60
E105 Telephone	\$8.47
E107 Delivery Services/Messengers	\$13.56
<b>Total Disbursements :</b>	<b>\$26.63</b>

**TOTAL DUE : \$13,966.63**

# **EXHIBIT B**

**(Investigation of VC Processing Facilities)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-1300

W. R. Grace & Co.  
Attn: Richard Finke  
7500 Grace Drive  
Columbia, MD 21044

December 23, 2010  
Client/Matter # 01246-014352  
Invoice # 139304  
Federal ID# 52-1247549

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For Legal Services Rendered Through 11/30/10 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Investigation of VC Processing Facilities  
100045

Disbursements:

Telephone	7.78
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Total Disbursements :	\$7.78
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TOTAL DUE :	\$7.78
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# **EXHIBIT C**

**(Bankruptcy Fee Application)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-1300

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

December 23, 2010  
Client/Matter # 01246-012629  
Invoice # 139303  
Federal ID# 52-1247549

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For Legal Services Rendered Through 11/30/10 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application  
100035

Disbursements:

Copying	13.20
Postage	2.95

Total Disbursements : \$16.15

TOTAL DUE : \$16.15